

BURR & FORMAN LLP  
420 North 20th Street  
Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000  
Michael Leo Hall

Attorneys for Creditor  
WACHOVIA BANK, NATIONAL ASSOCIATION

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re : Chapter 11  
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----

**WACHOVIA BANK, NATIONAL ASSOCIATION'S EVIDENTIARY SUBMISSION IN  
SUPPORT OF ITS POSITION**

**COMES NOW** Wachovia Bank, National Association, successor by merger to SouthTrust Bank ("Wachovia"), and, and hereby proffers this Evidentiary Submission, consisting of the Declaration of D. Andrew Raine, in support of Wachovia's position in the above-captioned bankruptcy case and particularly in support of Wachovia's *Motion Pursuant To 11 U.S.C. § 362 For Relief From The Automatic Stay, If Applicable, To Proceed With Litigation Against Larry Graves, A Non-Debtor Delphi Employee, In The Circuit Court Of the Second Judicial District Of Hinds County, Mississippi*, filed and served by Wachovia on November 29, 2006.

Dated: Birmingham, Alabama  
April 19, 2007

BURR & FORMAN LLP

By: /s/ Michael Leo Hall  
Michael Leo Hall (pro hac vice)

D. Christopher Carson (pro hac vice)  
Jason D. Woodard (pro hac vice  
pending)  
Jennifer A. Harris (pro hac vice)

420 North 20th Street  
Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000

Attorneys for Creditor  
WACHOVIA BANK, NATIONAL ASSOCIATION

BURR & FORMAN LLP  
420 North 20th Street  
Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000  
Michael Leo Hall

Attorneys for Creditor  
MERCEDES-BENZ U.S. INTERNATIONAL, INC.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re : Chapter 11  
:   
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)  
:   
Debtors. : (Jointly Administered)  
-----

**CERTIFICATE OF SERVICE**

I hereby certify that I have served a copy of the foregoing document and the accompanying Declaration of Andrew Raine by transmitting a copy by means of overnight mail, by placing same in a sealed envelope with account number affixed thereto and marked "overnight priority," addressed to the below listed parties and each of the persons listed in the "Master Service List" dated April 5, 2007 and causing same to be placed into an official depository of Federal Express located within the State of Alabama. I further served the foregoing by electronic mail, or U.S. mail where an e-mail address was not provided, on all those persons listed in the "2002 List" dated April 5, 2007.

Reuben V. Anderson  
Frank W. Trapp  
Michael B. Wallace  
Debra M. Brown  
Attorneys for Larry Graves  
111 East Capitol Street, Suite 600  
P.O. Box 23066  
Jackson, Mississippi 39225-3066

Dated: April 19, 2007  
Birmingham, Alabama

BURR & FORMAN LLP

By: /s/ Michael Leo Hall  
Michael Leo Hall

420 North 20th Street  
Suite 3100  
Birmingham, Alabama 35203  
(205) 251-3000

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----  
In re : Chapter 11  
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
-----

**DECLARATION OF D. ANDREW RAINE**

Pursuant to 28 U.S.C. § 1746, D. Andrew Raine states as follows:

1. My name is D. Andrew Raine and I reside in Jefferson County, Alabama. I am a Vice President with Wachovia Bank, National Association, successor by merger to SouthTrust Bank ("Wachovia"). I make this Declaration in support of Wachovia's position in the above-captioned bankruptcy cases (the "Bankruptcy Cases") and particularly in support of Wachovia's *Motion Pursuant To 11 U.S.C. § 362 For Relief From The Automatic Stay, If Applicable, To Proceed With Litigation Against Larry Graves, A Non-Debtor Delphi Employee, In The Circuit Court Of the Second Judicial District Of Hinds County, Mississippi* (the "Stay Motion") and Wachovia's reply (the "Reply") to the Debtors' objection to its Stay Motion.

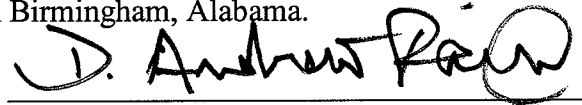
2. I am over the age of twenty-one (21) years and competent to testify to the matters contained herein. I am one of the persons who has custody and control of Wachovia's business records concerning Lextron Corporation and Lextron Automotive, LLC (together, "Lextron"). These records were made at or near the time of the event recorded by a person with knowledge of the event and charged with the responsibility for recording such events. These records are kept in the ordinary course of Wachovia's regularly conducted business activity, which is Wachovia's customary practice. I have reviewed Wachovia's file on this matter. All facts set

forth herein are either (a) facts of which I have personal knowledge or (b) an accurate summary of Wachovia's business records as set forth above.

3. I have read Wachovia's Stay Motion and its Reply. The factual statements contained therein are true and correct and the exhibits attached thereto are true and correct copies.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this the 18<sup>th</sup> day of April 2007 in Birmingham, Alabama.

A handwritten signature in black ink, appearing to read "D. Andrew Raine", written over a horizontal line.

D. Andrew Raine